

(Proposed) By-Laws — Redline

Byron Sportsmen & Conservation Club

Current by-laws last revised: November 2022

DRAFT — For member review ahead of the vote at the All-Member Meeting on September 18, 2026. Shown as a redline: additions and ~~deletions~~ from the current by-laws. The current by-laws remain in effect until adopted.

Notes about the Bylaws Revision

The BSCC Board recommends these revisions of the By-Laws after review and discussion at the July and August 2026 Board meetings. The revisions will be presented to membership for vote at the All-Member meeting in September 2026.

Points of Emphasis

- The original By-Laws reflected the needs of a much smaller club where many of its members attended — and voted at — monthly meetings. The Club has grown to over 600 members. As a result, the Club's organization and governance has evolved to a point where a bylaws refresh was needed. The refresh also reflects plans for a 501(c)(3) non-profit application.
- Article II: Redefines “Purposes and Powers” with language from 501(c)(3) attorney John Beatty.
- Article III, Sec. 1: It is illegal for convicted felons to be in possession of a firearm. Therefore, the club will require an attestation for new applications and renewals about prior felony convictions.
- Article III, Sec. 6 and Article V, Sec. 1–2: Codifies governance. Officers / Executive Committee: President, VP, Treasurer, Secretary, and Conservation Officer. Board: five (5) Officers plus eight (8) Directors — all elected. The bylaws clarify the Board as the governing body (previously “Executive Committee” was used ambiguously as the governing body). Leadership Team: Officers, Directors, plus Captains (appointed) reporting to Directors.
- Article IV: Codifies monthly Board meetings and (up to) quarterly All-Member meetings. Deletes “Special Meeting” language, as monthly meetings are open for any member to submit a request to the Board.
- Article V, Sec. 3 — Annual Budget: Deletes language for budget approval at the All-Member meeting. The Board approves the budget; the Treasurer presents financial reports to membership annually.
- Article V, Sec. 9: Awaiting the attorney's upgrade / simplification of Conflict of Interest language for the 501(c)(3) application.
- Article VII, Sec. 4–5: Simplifies / eliminates much of the language about suspension / expulsion.

ARTICLE I. Registered Office

The registered office of this corporation now shall be at Box 592, Byron, Minnesota, 55920; and in the future, at such other places as the ~~Executive Committee~~ BSCC Board of Directors (“BSCC Board”) may ~~from time to time~~ determine.

ARTICLE II. Purposes and Powers

The Byron Sportsmen & Conservation Club (BSCC) was founded in 1983, as a nonprofit organization to educate its members and the public, and promote awareness about (1) The conservation of natural resources; (2) The sports of hunting, target shooting, archery, camping, and fishing, and (3) The safe and responsible use of firearms and archery equipment by youth and adults.

BSCC facilitates opportunities for those interested in the outdoor sports in and around Byron, Minnesota to amplify this mission for community benefit. BSCC hosts and collaborates with like nonprofit organizations to advance its education, conservation, and community-service efforts.

This corporation is organized and shall be operated exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of its purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of its purposes.

~~The purposes for which this association is formed is to provide the opportunity to share with others Minnesota's fine heritage of hunting, fishing, archery, and the shooting sports; to promote the safe use of firearms by youth and adults through education; to encourage conservation and the wise use of the natural resources; and to promote the development of habitat critical for wildlife. The powers which it may exercise shall be as set forth in these By laws and in the Articles of Incorporation of the association.~~

ARTICLE III. Membership

Section 1. Eligibility

Any person 18 years of age or older, and a citizen of the United States or person with legal residence in the United States, and of any gender or race may become a member of this organization upon payment of the usual dues. In becoming a member, they certify that they are a citizen or legal resident~~tee~~ of good repute of the United States of America; that they are not a member of any organization or group having as its purpose or one of its purposes the overthrow by force and violence of the Government of the United States or any of its political subdivisions; that they have never been convicted of a felony~~-or crime of violence~~; and that they will fulfill the obligations of good sportsmanship and good citizenship.

Section 2. Membership Dues

The basic membership fee for each member in the Association shall be determined for each fiscal year by a majority vote of the ~~membership~~BSCC Board of Directors ("BSCC Board"). These dues are payable in advance before a person ~~shall~~becomes eligible for membership. Membership includes all members of the family living in the household including the member, spouse, and -dependent children (including those enrolled in college or serving in the military).

Section 3. Membership Categories

The two categories of membership are:

Annual Membership- The annual membership ~~fee~~dues shall be established by ~~membership~~the BSCC Board vote, and is effective for the period from January 1 to December 31 of each year (calendar year).

The annual membership fee may be adjusted by the ~~Executive Committee~~Board in the event of a hardship

situation. Such consideration must be requested by the applicant.

Life Membership- Applicant receives membership for their lifetime and the lifetime of their spouse. Lifetime dues shall be established by ~~membership~~ Board vote and may be prorated and payable over 5 years at a rate of 20% per year. Lifetime membership is offered at Board discretion to current annual members who have made significant contributions to the Club.

COMP Membership -The Executive Committee may award ~~gratis~~ complimentary annual ("COMP") ~~or life~~ memberships to selected individuals who have provided exceptional service to the Club.

Section 4. Membership Certificate

A membership certificate card shall be issued to each member. Each member receives a Personal Identification Number ("PIN"), allowing gate access to club property and ranges. No membership or certificate of membership shall be transferable, with the exception of a life membership as follows: ~~U~~ upon death of a life member, the surviving spouse shall be given the option of maintaining the membership for their lifetime. No assignee or transferee thereof whether by operation of law or otherwise, shall be entitled to membership in this corporation or to any property rights or interests therein.

Section 5. Membership Contribution/Volunteer Service

The Club relies heavily on the volunteer work of its members and strongly encourages all members to contribute their skills, talents, and labor to make this a viable and successful Club. Members will receive no compensation for volunteer activities

Section 6. Vote

There shall be no classes of membership. The voting power of all members of the Board shall be equal. Each member shall have one vote on each question or proposition submitted at any meeting, ~~of the members.~~ Neither cumulative voting nor voting by proxy shall be permitted. Outside of all-member meetings, the BSCC Board (Officers and Directors) shall direct policies and procedures and conduct day-to-day Club business. All decisions shall be decided by a simple majority of Board members present. The president may allow email voting by the Board for issues needing consensus between Board meetings.

ARTICLE IV. Meetings

Section 1. Annual Meeting

The annual meeting of the club shall be held during the second quarter each year, on a date, time and place set by the ~~Executive committee~~ Board. The officers shall hold over until their successors have been elected.

The Board may also schedule annual All-Member meetings up to quarterly with an educational speaker addressing a topic of interest to membership.

Section 2. Regular Meetings

The regular business meeting of the ~~club~~ Board for the transaction of ordinary business shall be held ~~at least quarterly~~ monthly, at such time and place as may be designated by the ~~Executive Committee~~ Board. The President presides at all Board meetings. In the president's absence, at least one Club officer (Vice President, Secretary, Treasurer, or Conservation Officer) must be present and preside over the meeting.

MinutesThe secretary will record meeting minutes. In the secretary's absence, the president (or meeting presider) shall delegate responsibility for minutes to another member of the Board. The use of AI to record the first draft of the minutes is acceptable, but the draft of these minutes must be reviewed and edited by the president (or meeting presider) prior to distribution to the Board.

The secretary will present the minutes for approval at the beginning of each Board meeting. Once approved, minutes will be stored electronically for future reference.

~~Section 3. Special Meeting~~

~~A special meeting of the club may be held at any time upon the call of the President, the Executive Committee, or upon demand in writing by not less than 20% of the members entitled to vote, stating the object of the proposed meeting, and signed. Notice of the time, place and object of any special meeting shall be given to all officers and members in good standing in writing by United States mail and/or electronic mail (e-mail). The place of such special meeting shall be designated by the Executive Committee.~~

Section 3. Virtual Meetings

The Board may hold some of its meetings virtually over videoconferencing internet meeting platforms (e.g., Zoom, Microsoft Teams) designated by the Board that identifies participants and allows display of the text of pending motions.

The Board shall designate alternative means for participation in the virtual meetings (e.g., telephone conference, in-person) for members who are unable to participate in the meeting virtually.

The Secretary or President shall circulate the link and other information to participate in the virtual meeting prior to the meeting. The President shall designate a member of the Board to host the virtual meeting and be responsible for technical support during the meeting.

If possible, documents to be addressed or voted upon at the virtual meeting shall be provided to Board members sufficiently in advance of the meeting so that they can be printed and reviewed by members prior to the start of the meeting.

Section 54. Order of Business

The order of business at the annual meeting shall be as follows:

Call meeting to order by President (or Vice President in President's absence)

Revise and approve minutes from previous meeting

Club Business (Action Items from last meeting)

New Business

Reports ~~of Office of President, Treasurer and , Secretary and Committees~~ Membership Director, ~~as needed~~

Reports of the other Directors and Officers

~~Old Business/New Business~~

Election of ~~Executive Committee~~Board members if annual meeting

Discussion and vote on proposed By-law changes if annual meeting

Announcements

Adjournment

Section ~~6~~5. Rules

~~When not conflicting with the Articles of Incorporation, these By laws or specific Minnesota law as to nonprofit corporations, the rules of parliamentary procedure governing the association shall be Robert's Rules of Order. However, such rules may be suspended by a two thirds (2/3) vote of those members present at the meeting. Ordinarily a simple majority of those present at a meeting of the members shall decide elections or any motion placed to a vote.~~

Roberts Rules of Order will be utilized at the discretion of the President or officer presiding at the meeting.

For any Board motion placed to a vote (motion made, seconded), all Board decisions shall be decided by a simple majority of those Board members present at a meeting.

ARTICLE V. BSCC ~~Executive Committee~~ Board

Section 1

The officers of this club shall be the President, Vice-President, Secretary, Treasurer, and the Conservation Officer.

The BSCC Executive Committee consists of the five officers. The BSCC Board consists of the BSCC Officers and eight other board members ("Directors"). ~~who, acting together, shall constitute the Executive Committee.~~

All persons being considered for election to a position on the ~~Executive Committee~~Board shall be members in good standing with the Club for at least one year. They shall be elected by a majority vote of the members in good standing present at the annual meeting of the club.

Section 2

The Executive Committee members shall serve the following terms:

President: ~~shall~~ Shall serve for two years beginning the day following the election at the Annual Meeting. The President will be replaced by the Vice President at the end of the President's term or at an earlier time if it becomes necessary for the President to resign.

Vice President: ~~s~~Shall serve for two years beginning the day following his or her election, and shall then assume the responsibilities of the President at the end of his/her term. Election of Vice President shall occur at the Annual meeting.

Secretary: ~~s~~Shall serve for two years with election occurring in years ending in an even number.

Treasurer: ~~s~~Shall serve for two years with election occurring in years ending in an odd number.

Conservation Officer: ~~shall~~ Shall serve for two years with election occurring in years ending in an even number.

Board Members – Other board members shall serve in the following capacities:

Director of Communications and Membership: ~~s~~Shall serve for two years, with election occurring in years ending in an odd number. Marketing / Communications captain reports to this position.

Director of Maintenance: ~~s~~Shall serve for two years, with election occurring in years ending in an even number. Grounds and maintenance captains reports to this position.

Director of Range Operations: ~~s~~Shall serve for two years, with election occurring in years ending with odd numbers. Range captains (Archery, Rifle, Pistol, and Shotgun/Sporting Clays) report to this position.

Director of Security ~~Director of Security~~: ~~s~~Shall serve for two years, with election occurring in years in an even number. Gate Operation / Control captain and Site Security and Facility Booking captain report to this position.

Director of Special Events: ~~s~~Shall serve for two years, with election occurring in years ending in an odd number. The director coordinates Club social activities (on and off-site), camaraderie, and team building

Director of Technology and Web Services: ~~s~~Shall serve for two years, with election occurring in years ending in an even number. Web captain reports to this position.

Director of Training and Youth Activities: ~~s~~Shall serve for two years, with election occurring in years ending in an odd number.

Immediate Past President: ~~s~~Shall serve for two years following completion of President's term in office.

Captains

The President may appoint one or more non-voting individuals with unique interests and skills ("Captains") to help manage one or more Club functions, under the direction of the appropriate Board member.

Example: Rifle Range Captain (reporting to the Director of Range Operations) Example: Club Bursar (reporting to Club Treasurer) Example: Gate Operations Captain (Reporting to Director of Security)

Captains attend monthly Board meetings, participate in discussions, and provide the perspective of their area of responsibility.

Leadership Team

The BSCC Leadership Team participates in monthly Board meetings and consists of

The five officers

The eight elected directors

The additional appointed captains

Section 3.

The ~~Executive Committee~~Board shall have general supervision and direction of all the activities of the ~~e~~Club. It shall ~~develop~~ approve an annual budget at the beginning of the calendar year. ~~that is subject to the approval of the general membership.~~

Section 4.

Meetings of the ~~Executive Committee~~Board shall be held ~~regularly~~ monthly at such time and place as the ~~Executive Committee~~Board may determine. Special meetings may be held at any time on the call of the President, or on demand in writing to the Secretary by three members of the ~~Executive Committee~~Board. ~~Executive Committee~~Board meetings are open to all club members in good standing.

Meetings of the Executive Committee (Officers) may be called by the President to develop recommendations for full Board discussion and vote at the next scheduled meeting. Other members of the Board – or subject matter experts – may be invited to attend the Executive Committee meeting to provide perspective and insight.

Section 5.

~~Six~~ Seven members of the ~~Executive Committee~~Board – to include at least one officer – shall constitute a quorum at any meeting of the ~~Executive Committee~~Board.

Section 6.

Resignation of any officer or Director may be accepted by a majority vote of the remaining members of the Executive Committee.

Section 7.

A vacancy ~~in the Executive Committee~~on the Board may be filled by a majority vote of the remaining members of the ~~Executive Committee~~Board.

Section 8. Compensation

Members of the ~~Executive Committee~~Board shall receive no compensation for their services, and shall adhere to the BSCC Conflict of Interest Policy.

Section 9. Conflict of Interest Policy[INSERT HERE – John Beatty drafting]

~~Section 9. Time, Place and Notice of Regular Membership and Executive Committee Meetings~~

~~The regular membership meeting shall take place on a schedule as determined by the Executive Committee. The Executive Committee shall meet regularly at such times and places as they determine.~~

Section 10. Depository

The ~~Executive Committee~~Board shall have power to select one (1) or more banks to act as depositories of the funds of the association and determine the manner of receiving, depositing, and disbursing the funds of the association, the form of checks, and the person or persons by whom they shall be signed, with the power to change such bank, or banks, and the person, or persons, signing such checks in the form thereof. The treasurer may appoint an assistant treasurer to assist with treasury responsibilities.

Section 11. Signature Authority

For actions that have been approved by the ~~Executive Committee and General Membership, and ongoing programs~~ Board, the following officers may have Signature Authority to act on behalf of the Club: The President, Vice President, Secretary, Treasurer, ~~and~~ Conservation Officer, and assistant treasurer (s). ~~A combination of at least two named officers shall be required to exercise the Signature Authority.~~

ARTICLE VI. Duties of Officers

Section 1. President

The President shall preside at all meetings of the club and the Board ~~Executive Committee~~. He/she shall be a member ex-officio of all regular and special committees and shall perform all duties as usually pertain to this office. In case of ties, the President shall cast the deciding vote. At the transition of Vice President to President, the new President's signature will be retained on the signature cards for all accounts and holdings of the club at their financial institutions. The out-going President's signature will be replaced at the completion of his/her term of President by the newly elected (incoming) President.

Section 2. Vice-President

The Vice-President shall perform the duties of the President in his/her absence or at his/her request. The Vice-President shall become acquainted with the operations of the Club and prepare to assume the duties of the President at the end of his/her term. Upon being elected to this position will have his/her signature

added to the club's financial institution's signature cards for all accounts and holding at said institution(s). His/her signature will be valid through the completion of the term of President, at which time it will be replaced by the incoming President's signature.

Section 3. Secretary

The Secretary shall notify the members of the Executive Committee of all meetings and shall notify all members of special and annual meetings, as required in Article IV. He/she shall keep a true record of all business and items acted on at meetings of the ~~Executive Committee and of the club~~ Board (minutes, action items) and have the custody of the books and papers of the club, except the Treasurer's books of account.

Section 4. Treasurer

The Treasurer shall have charge of all funds of the club and place the same in such bank or banks as may be approved by the ~~Executive Committee~~ Board. Such money shall only be withdrawn by check signed by the Treasurer and for the payment of such bills as shall have been approved by the ~~Executive Committee~~ Board. The Treasurer shall keep an accurate account of all his transactions and render a detailed report at any meeting of ~~the Executive Committee~~ Board when requested, and an annual report to the organization at the end of the fiscal year. The Treasurer has authority to sign checks and perform regular banking transactions as required in the performance of his/her duties. Upon completion of the term of office his/her name will be replaced by his/her successor, on the club's financial institution's signature cards for all accounts and holdings of the club. The Board may appoint an assistant to the treasurer with delegated signatory authority.

Section 5. Conservation Officer

The Conservation Officer shall promote and coordinate conservation efforts and activities of Club and its properties and membership activities; act as a liaison and represent the Club in local and state conservation activities and meetings; and provide an annual report on these activities.

~~Section 6. Other Officers (Board Members)~~

~~Board Members shall represent the diverse interests of the membership and promote and assist in the development and implementation of Club activities, events and projects.~~

Section ~~6~~7. ~~Executive Committee~~ Board Attendance

Members of the ~~Executive Committee~~ Board and Leadership Team are expected to attend monthly Club meetings, ~~Executive Committee meetings~~ and other special meetings. ~~Executive Committee~~ Board members shall be subject to termination of their office if they are absent from three consecutive meetings without mitigating circumstances.

ARTICLE VII. Suspension or Expulsion

Section 1.

Any ~~officer~~ Board member may be removed from office by a two-thirds (2/3) vote of the ~~members~~ Board, upon recommendation of the Executive Committee, ~~in good standing present at any special meeting called for this purpose. No vote on suspension or removal may be taken unless at least a fifteen day notice in writing shall have been given to the officer of the reasons for his removal and of the time and place of the special meeting at which such ballot on his removal is to be taken. At such special meeting the officer shall~~

~~be given a full review.~~

Section 2.

Any member of the Club whose behavior or actions endangers others or themselves or has substantially violated rules of the organization shall be subject to an immediate suspension of their membership. This suspension may be imposed by ~~by any member of~~ the Executive Committee ~~or~~ ~~designee in charge of Club activities~~. The suspended member shall be subject to the expulsion rules of the Club as outlined in Article VII, Section 3.

Section 3.

All members are expected to abide by the general rules set forth by the Club as well as any rules for particular activities/events. Any member may be suspended or expelled from the club for any cause deemed sufficient by the ~~Executive Committee~~Board by a majority affirmative vote of the members of the ~~Executive Committee~~Board present at any regular or special meeting. Members subject to suspension or expulsion must be provided a written notice of the charges and receive at least fifteen days notice of the time and place of the meeting of the Executive Committee at which such charges will be — considered. ~~At such meeting the member under charges will be accorded a full review.~~ Upon notification of the charges, the member may submit in writing any explanation or supporting documents for aiding the Board in evaluating the charges. All supporting materials must be forwarded to the club president or vice president one week prior to the scheduled meeting to review the charges. The Board will only consider the written supporting materials the member has submitted and the member will not be in attendance at this Board meeting.

Upon notification of charges, a members gate code and ability to access club grounds will be immediately suspended pending a decision by the Board.

~~Section 4.~~

~~Any member suspended or expelled by the Executive Committee may appeal to the full membership of the club. Such appeal shall be made in writing to the Secretary who will notify the President. The President will call a special meeting of the club for the purpose of acting on the appeal. The Secretary shall give at least fifteen days notice in writing to all members of the club in good standing stating the date, time, place, and reason for such special meeting. At the meeting of the full club the Secretary will read the charges, the supporting affidavits, and will read or display the accompanying exhibits, and will read the minutes of the special meeting of the Executive Committee at which the charges were heard, and action taken. A full review will be given the accuser and the accused. A vote will be taken by ballot of the members in good standing present and a two thirds (2/3) vote shall be required to reverse the action of the Executive Committee.~~

~~Section 5.~~

~~Charges against any officer or member may be brought forth by any member in good standing. They shall be in writing clearly stating the facts relied upon and accompanied by all affidavits or exhibits which are to be used in their support. Such charges shall be filed with the Secretary, who will immediately notify the President. The President will call a meeting of the Executive Committee to hear the charges. The Secretary will give at least fifteen days' notice of the meeting to each member of the Executive Committee, the accuser and the accused. The notice shall be in writing and will include a true copy of the charges and all supporting affidavits and exhibits.~~

ARTICLE VIII. Fiscal Year

The fiscal year shall commence on the 1st day of January of the calendar year and end on the 31st day of December of the same year.

ARTICLE IX. Books, Records, Audit

Section 1. Books and Records

Complete minutes of the proceedings of meetings of ~~members, Executive Committee~~the Board and all-member meetings ~~and committees having any of the authority of the Executive Committee,~~ shall be kept at the office of the Secretary ~~of the corporation.~~ Financial statements and complete books of accounting shall be kept at the office of the Treasurer. A member may inspect any and all books and records of the corporation for any proper purpose at any time.

Section 2. Audit

An audit shall be made periodically by such auditor or committee as shall be designated by the Executive Committee.

ARTICLE X. Amendments

Section 1. Amendments

By-laws may be adopted, amended, supplemented, or repealed at the annual meeting or special meeting called for that purpose by the membership by a majority vote of those members in attendance.

Article XI

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.